

BUSH WILLIAM E JR  
Form 4  
March 15, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BUSH WILLIAM E JR

2. Issuer Name and Ticker or Trading Symbol  
BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/15/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

DENVER, CO 80202

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Class A Common Stock					800	I	As Custodian for minor grandchildren
Class A Common Stock	03/15/2011		M		4,200	A	\$ 30.645
Class A Common Stock	03/15/2011		S		200	D	\$ 47.355
Class A Common Stock	03/15/2011		S		499	D	\$ 47.362

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Common Stock							
Class A Common Stock	03/15/2011	S	100	D	\$ 47.37	177,397	D
Class A Common Stock	03/15/2011	S	800	D	\$ 47.3706	176,597	D
Class A Common Stock	03/15/2011	S	600	D	\$ 47.4017	175,997	D
Class A Common Stock	03/15/2011	S	101	D	\$ 47.4098	175,896	D
Class A Common Stock	03/15/2011	S	1,500	D	\$ 47.4207	174,396	D
Class A Common Stock	03/15/2011	S	200	D	\$ 47.425	174,196	D
Class A Common Stock	03/15/2011	S	200	D	\$ 47.45	173,996	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Nonstatutory Stock Option	\$ 32.565					Date Exercisable: 12/15/2006 Expiration Date: 12/14/2016	Class A Common

12-15-06								Stock
2007 Restricted Stock Unit <sup>(1)</sup>	\$ 0				01/01/2008 <sup>(2)</sup>	12/13/2017 <sup>(3)</sup>		Class A Common Stock
NSO 2007	\$ 43.61				12/14/2007	12/13/2017		Class A Common Stock
Phantom Stock Units	\$ 0				08/08/1988	08/08/1988		Class A Common Stock
March 2011 Director RSU	\$ 0				03/02/2011	03/02/2021		Class A Common Stock
Nonstatutory Stock Option 12-15-05	\$ 30.645	03/15/2011	M	4,200	12/15/2005	12/15/2015		Class A Common Stock

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BUSH WILLIAM E JR  
C/O BERRY PETROLEUM COMPANY  
1999 BROADWAY, SUITE 3700  
DENVER, CO 80202

## Signatures

Kenneth A Olson under POA for William  
Bush

03/15/2011

     \*\*Signature of Reporting Person

     Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 1 for 1

(2) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.

(3) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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